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Co-Counsel to Apex Digital Inc. and THQ, Inc.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In Re:

CIRCUIT CITY STORES, INC., et al.,

Debtors.

Case No. 08-35653 (KRH)

Chapter 11

Jointly Administered

**MOTION PURSUANT TO LOCAL BANKRUPTCY RULE 2090-1(E)(2)
FOR ADMISSION PRO HAC VICE OF DENNIS B. AUERBACH**

Joshua D. McKarcher (“Movant”), a member in good standing of the Bar of the Commonwealth of Virginia and an attorney admitted to practice before the United States Bankruptcy Court for the Eastern District of Virginia, hereby moves the Court, pursuant to Local Bankruptcy Rule 2090-1(E)(2), to enter an Order permitting Dennis B. Auerbach, Of Counsel to Covington & Burling LLP (“Covington”), a law firm which maintains offices at 1201 Pennsylvania Avenue, N.W., Washington, D.C. 20004, to appear pro hac vice in the above-referenced bankruptcy case (the “Bankruptcy Case”) and related proceedings before the United States Bankruptcy Court for the Eastern District of Virginia, to represent Apex Digital Inc. and THQ, Inc. (the “Clients”), creditors of the Debtors. In support of the motion, Movant states as follows:

1. Mr. Auerbach is a member of the Bar of the District of Columbia and is admitted to practice before the United States District Court for the District of Columbia and the United States District Court for the District of Maryland. There are no disciplinary proceedings pending against Mr. Auerbach in any jurisdiction in which he is admitted to practice.

2. Movant requests that this Court authorize Mr. Auerbach to file pleadings in, to appear and be heard at hearings concerning, and to otherwise participate in the Bankruptcy Case on behalf of the Clients.

3. Movant shall serve as co-counsel with Mr. Auerbach in the Bankruptcy Case and, unless excused from the requirement by the Court, will appear with him as required by Local Bankruptcy Rule 2090-1(E)(2).

4. Notice of this Motion will be given to (a) the Office of the United States Trustee, (b) counsel for the Debtors, and (c) all persons receiving electronic notice via ECF in the Bankruptcy Case as of the service hereof.

WHEREFORE, Movant respectfully requests this Court enter an Order, substantially in the form annexed hereto as Exhibit A permitting Mr. Auerbach to appear pro hac vice in association with the Movant as counsel for the Clients in the Bankruptcy Case.

Dated: November 9, 2009

/s/ Joshua D. McKarcher
Joshua D. McKarcher (VSB No. 77061)
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Co-Counsel to Apex Digital Inc. and THQ, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing Motion Pursuant to Local Bankruptcy Rule 2090-1(E)(2) for Admission Pro Hac Vice of Dennis B. Auerbach was served on November 9, 2009 by electronic mail on the below listed parties and e-mail addresses and through the ECF system, which in turn will generate an electronic notice of filing to all parties registered to receive electronic notice from the Court.

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Counsel for the Debtors

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701 East Broad Street, Suite 4304
Richmond, VA 23219
E-mail: Robert.B.Van.Arsdale@usdoj.gov

Office of the United States Trustee

Dated: November 9, 2009

/s/ Joshua D. McKarcher
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EXHIBIT A

Joshua D. McKarcher (VSB No. 77061)
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Co-Counsel to Apex Digital Inc. and THQ, Inc.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In Re:

CIRCUIT CITY STORES, INC., et al.,

Debtors.

Case No. 08-35653 (KRH)

Chapter 11

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**ORDER GRANTING MOTION PURSUANT TO LOCAL BANKRUPTCY RULE
2090-1(E)(2) FOR ADMISSION PRO HAC VICE OF DENNIS B. AUERBACH**

THIS MATTER came before the Court upon the Motion pursuant to Local Bankruptcy Rule 2090-1(E)(2) for Admission Pro Hac Vice of Dennis B. Auerbach (the “Motion”) filed by Joshua D. McKarcher, seeking admission pro hac vice of Dennis B. Auerbach of the law firm Covington & Burling LLP in the above-styled bankruptcy cases and related proceedings (the “Bankruptcy Case”). After review of the Motion and statements therein, the Court finds that adequate notice of the Motion has been provided, no other or further notice is necessary or required, and it is appropriate that Dennis B. Auerbach be authorized to practice pro hac vice before the Court in the Bankruptcy Case. Therefore, it is hereby

ORDERED as follows:

1. The Motion is granted.

2. Dennis B. Auerbach is permitted to appear pro hac vice in the Bankruptcy Case in accordance with Local Bankruptcy Rule 2090-1(E)(2). Mr. Auerbach may file pleadings in, appear and be heard at hearings concerning, and otherwise participate in the Bankruptcy Case.

Date: _____

United States Bankruptcy Judge

ENTERED ON DOCKET: _____

I ASK FOR THIS:

/s/ Joshua D. McKarcher

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Co-Counsel to Apex Digital Inc. and THQ, Inc.

LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION

I hereby certify that the foregoing has been served upon the below-listed parties by electronic mail on November 9, 2009.

/s/ Joshua D. McKarcher

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Pursuant to Local Bankruptcy Rule 9022-1(B), the parties to receive copies are:

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